

## **ATTACHMENT 2**

AGREEMENT FOR APPOINTMENT OF  
TRUSTEE AND TERMINATION OF PLAN

This is an agreement between the Pension Benefit Guaranty Corporation ("PBGC") and United Air Lines, Inc. ("United").

RECITALS

A. PBGC is a United States government agency established by Title IV of the Employee Retirement Income Security Act of 1974, as amended, 29 U.S.C. §§ 1301-1461 ("ERISA").

B. United, the principal subsidiary of UAL Corporation, is a corporation organized under the laws of Delaware, with its principal place of business located in Elk Grove Village, Illinois.

C. Effective 1941, the predecessor to United established a defined benefit pension plan to provide retirement benefits for certain of its employees. That plan was amended and restated on January 1, 2000. Effective as of the January 1, 2000 Restatement Date, the Plan was amended, restated, renamed and continued as the United Airlines Flight Attendant Defined Benefit Pension Plan ("Plan").

D. At all relevant times, United has been the contributing sponsor of the Plan within the meaning of 29 U.S.C. § 1301(a)(13).

E. The Plan is an employee pension benefit plan to which 29 U.S.C. § 1321(a) applies and is not exempt under 29 U.S.C. § 1321(b). The Plan is therefore covered by Title IV of ERISA.

F. United is and at all relevant times has been the Plan administrator within the meaning of 29 U.S.C. §§ 1002(16) and 1301(a)(1).

G. PBGC has issued to the Plan Administrator a Notice of Determination under 29 U.S.C. §§ 1342(a)(2) and (4) that the Plan must be terminated because the plan will be unable to pay benefits when due and because the possible long-run loss of the corporation with respect to the plan may reasonably be expected to increase unreasonably if the plan is not terminated. Further, PBGC has determined that the Plan should be terminated in order to avoid any unreasonable deterioration of the financial condition of the plan and to avoid any unreasonably increase in the liability of the fund. 29 U.S.C. § 1342(c).

H. On or before June 23, 2005, PBGC had caused notices to be placed in USA Today and major daily newspapers in each of the areas in which United operates a hub announcing that PBGC had determined the Plan should be terminated with a plan termination date of June 30, 2005. Therefore, on June 23, 2005, participants and beneficiaries of the Plan had notice that the Plan would not continue.

**NOW THEREFORE, the parties agree:**

1. The Plan is terminated under 29 U.S.C. § 1342(c) with a Plan termination date of June 30, 2005, under 29 U.S.C. § 1348.
2. PBGC is appointed trustee of the Plan under 29 U.S.C. § 1342(c) effective June 30, 2005.
3. United and any other person having possession or control of any records, assets or other property of the Plan shall convey and deliver to PBGC such records, assets or property.
4. PBGC will have, with respect to the Plan, all of the rights and powers of a trustee specified in ERISA and otherwise granted by law.

The persons signing this agreement are authorized to do so.

United Air Lines, Inc.

Dated: 6/24/05

By: 

Pension Benefit Guaranty Corporation

Dated: 6/24/05

By: 